



NORTHBROOK CORPORATION

RECORDATION NO. 14894-B Filed & Recorded

OCT 15 1986 11:10 AM

October 10, 1986

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne

Secretary

Interstate Commerce Commission

Washington, DC 20423

RECORDATION NO. 14894-VA Filed & Recorded

OCT 15 1986 11:10 AM

INTERSTATE COMMERCE COMMISSION

6-288A011

NOV 1 1986
Date
Fee \$ 20.00

ICC Washington, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Agreement to Reinstate Management Contract and Acknowledgement Agreement Relating to Management Contract, secondary documents under the Management Contract dated as of December 31, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14894.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation
2215 Sanders Road, Suite 370
Northbrook, IL 60062

Owner: Chicago & Illinois Midland Railway Company
P.O. Box 139
Springfield, IL 62705-0139

Wisconsin & Southern Railroad Co.
511 Barstow Street
Horicon, WI 53032

Wisconsin & Southern Leasing Co.
2215 Sanders Road, Suite 370
Northbrook, IL 60062

TOC OF
THE
OCT 15 11 03 AM '86
NOTICE OF RELATIVE UNIT

A general description of railroad equipment covered by the enclosed documents is as follows:

Gondola railcars bearing reporting mark WSOR

The original and all extra copies of the enclosed documents should be returned to Ms. Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Also enclosed is a remittance in the amount of \$20.00 for payment of recordation fees.

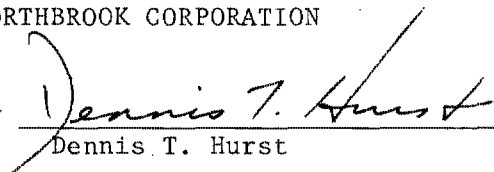
James H. Bayne
Interstate Commerce Commission
October 10, 1986
Page 2

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

NORTHBROOK CORPORATION

By


Dennis T. Hurst

DTH/pb

Encl.

Sent via: Certified Mail/Return Receipt Requested

RECORDATION NO. 14844-A Filed & Recorded
OCT 15 1986 11-10 AM
INTERSTATE COMMERCE COMMISSION

AGREEMENT TO REINSTATE

MANAGEMENT CONTRACT

Dated as of June 16, 1986

Between

Northbrook Corporation

as Manager

AND

Chicago & Illinois Midland Railway Company

as Owner

AGREEMENT TO REINSTATE
MANAGEMENT CONTRACT

THIS AGREEMENT is dated as of the 16th day of June, 1986, and serves to reinstate with certain modifications that certain Management Contract dated as of December 31, 1985 (the "Management Contract") between Chicago & Illinois Midland Railway Company (the "Owner") and Northbrook Corporation (the "Manager"), which Management Contract was filed with the Interstate Commerce Commission at Recordation Number 14894 on February 7, 1986 and, by its own terms, expired as of the close of business on June 15, 1986.

Intending to be legally bound hereby, the parties hereto do therefore agree as follows:

1. Except set forth below, Owner and Manager hereby reinstate all of the terms and conditions of the Management Contract effective June 16, 1986 as relates to seventy-one (71) railcars, the current reporting markings of which are listed on Exhibit I hereto. This reinstatement of the Management Contract shall expire on June 15, 1987.

2. Effective June 16, 1986, the Management Contract shall include a Section 6 (f) which shall read as follows:

It is expressly agreed that proceeds resulting from the destruction of any railcar subject to this Agreement is not a component of Gross Revenue or Net Revenue for the purposes of calculating the Management Fee in Sections 6(a), 6(b), or 6(c) hereof. However, with respect to such proceeds, Manager shall be entitled to a fee of 7% of same, upon receipt thereof by Manager or Owner. Manager shall report to Owner for any such proceeds concurrently with the report required under Section 6(e) hereof, and Manager shall be entitled to subtract the fee allowed under this section from such destroyed car proceeds or Net Revenue as is otherwise due Owner.

3. Effective October 1, 1986, the number of railcars subject to the terms and conditions of the reinstated Management Contract shall be fifty (50) and Owner shall provide to Manager the railroad identification marks of such fifty (50) railcars.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Agreement as of the day and year first above written.

NORTHBROOK CORPORATION

By

Dennis T. Hurst

Title

EXECUTIVE VICE PRESIDENT - FINANCE

CHICAGO & ILLINOIS MIDLAND RAILWAY COMPANY

By

W. D. Harvey

Title

Exec. Vice Pres. & Gen. Mgr.

EXHIBIT I

WSOR 8003

WSOR 8014

WSOR 8019

WSOR 8011

WSOR 8037

WSOR 8044

WSOR 8048

WSOR 8053

WSOR 8054

WSOR 8066

WSOR 8069

WSOR 8078

WSOR 8084

WSOR 8086

WSOR 8091

WSOR 8118

WSOR 8135

WSOR 8150

WSOR 8152

WSOR 8158

WSOR 8161

WSOR 8164

WSOR 8173

WSOR 8180

WSOR 8189

WSOR 8196

WSOR 8197

WSOR 8199

WSOR 8205

WSOR 8206

WSOR 8212

WSOR 8213

WSOR 8228

WSOR 8233

WSOR 8242

WSOR 8243

WSOR 8244

WSOR 8249

WSOR 8257

WSOR 8276

WSOR 8279

WSOR 8281

WSOR 8282

WSOR 8295

WSOR 8292

WSOR 8293

WSOR 8298

WSOR 8304

WSOR 8333

WSOR 8334

WSOR 8343

WSOR 8346

WSOR 8365

WSOR 8373

WSOR 8390

WSOR 8398

WSOR 8406

WSOR 8407

WSOR 8411

WSOR 8412

WSOR 8444

WSOR 8455

WSOR 8476

WSOR 8499

WSOR 8513

WSOR 8525

WSOR 8526

WSOR 8530

WSOR 8532

WSOR 8539

WSOR 8540

STATE OF Illinois)
COUNTY OF Sangamon)

On this 7th day of October, 1986,
before me personally appeared William G. Harvey, to me
personally known, who, being by me duly sworn, said that he/she is an
authorized officer of Executive Vice President and General Manager
that one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors and he/she
acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

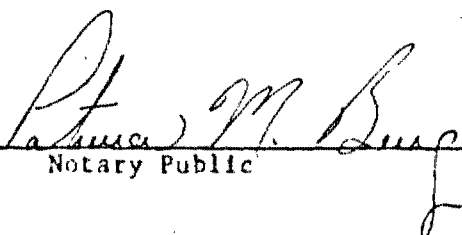
Jeanne M. Cervellone
Notary Public

My commission expires:

February 28, 1990

STATE OF Illinois)
COUNTY OF Cook)

On this 16th day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



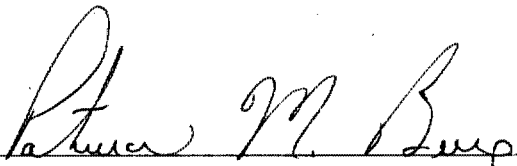
Notary Public

My Commission Expires Nov. 5, 1988

STATE OF ILLINOIS)
)
COUNTY OF COOK)

RECORDATION NO. 14894-A Filed & Recorded
OCT 15 1986 11-10 AM
INTERSTATE COMMERCE COMMISSION

On this 10th day of October, 1986, I hereby certify that I have compared the attached copy of Agreement To Reinstate Management Contract between Northbrook Corporation and Chicago & Illinois Midland Railway Company dated as of June 16, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.



Notary Public

My Commission Expires Nov. 5, 1988
